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HELIN Bylaws

HELIN Consortium. Board of Directors

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**The Higher Education Library Information Network (HELIN), Inc.
BYLAWS (Approved 4.25.14)**

PREAMBLE

These Bylaws are based upon the *HELIN Agreement for Integrated Library and Information Services* for The Higher Education Library Information Network (HELIN), Inc. (hereinafter referred to as HELIN or the HELIN Library Consortium), and the *HELIN Policy Governance Manual*. Those documents represent authoritative and binding obligations and expectations on the part of all parties, and these Bylaws are an extension of those documents. It is acknowledged by all parties that the *HELIN Agreement for Integrated Library and Information Services* and the *HELIN Policy Governance Manual* are the ultimate authority in any question relating to the governance or functioning of the consortium, and in no event may Bylaws be created which violate, supersede, or compromise the language and terms of those documents.

ARTICLE I: Mission and Vision

MISSION

The mission of HELIN is to continually develop and sustain cooperative initiatives to enhance library resources, systems and services for all member institutions.

VISION

HELIN aspires to collaboratively lead innovation in library and information services for the enhancement of higher education and learning.

Guided by its Mission and Vision, the consortium's goals serve as the "outcomes" against which the board designs and thus pursues all initiatives. The Mission, Vision, Goals are delineated in the *Mission, Vision, Goals Document*.

ARTICLE II: Membership

1. Membership is by invitation and at the discretion of the HELIN Board of Directors. Guidelines for membership categories are established by the Board, and delineated in the *HELIN Membership Categories Document*. There are two categories of membership—Governing Members and Affiliate Members. Only Governing members are entitled to a seat on the Board

of Directors. New members may be required to pay a one-time fee, determined by the membership category and guided in the *HELIN Membership Categories Document*.

2. In order to add any new member, there must be a vote in favor of membership by at least seventy-five percent (75%) of all the current governing members.

3. With cause, membership can be revoked by a vote of at least seventy-five percent (75%) of all the current Governing members. Grounds for revocation of membership from the consortium may include but are not limited to non-payment of consortium fees, for willful disregard of the *HELIN Agreement for Integrated Library and Information Service*, *HELIN Membership Categories Document* and the *HELIN Policy Governance Manual* or for malicious damage to the organization by a member institution.

4. Any member institution can, at its discretion, withdraw from HELIN. Membership withdrawal will be effective 180 days after written notice. The Board of Directors will decide upon separation fees. The consortium may charge the costs of separation to the withdrawing institution, and the fees already paid will not be reimbursed.

5. In the event of the dissolution of the organization, all assets will be distributed to institutions that are members at the time of dissolution, in amounts to be determined by the Board of Directors.

ARTICLE III: Operations

1. The HELIN Board of Directors will employ an Executive Director and any other required staff. The Executive Director is responsible for the day-to-day operation of the organization, and the supervision of the HELIN Office staff. The duties, responsibilities, linkage to the Board and limitations of the Executive Director are delineated in the *HELIN Policy Governance Manual*.

ARTICLE IV: Governance

1. HELIN is governed by a board of representatives one (1) from each Governing member institution, called the Board of Directors. The duties and responsibilities of the Board are delineated in the *HELIN Policy Governance Manual*. The Board will govern using a policy governance model, and adhering to the *HELIN Policy Governance Manual*. The board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactive rather than reactive. On any issue, the Board must ensure that all divergent views are considered in making decisions, yet must agree upon a single organizational position.

2. The HELIN Executive Director executes the strategic choices that the board has framed as outcomes. There are two aspects to these choices: the Executive Director determines the objectives, and HELIN Office staff allocates resources to achieve the objectives. Thus, the Executive Director is accountable for the day-to-day operation and is the articulator and executor

of strategy. In addition, the Executive Director attends and is an ex officio, non-voting member of the Board of Directors and Executive Board.

ARTICLE V: Board of Directors Meetings

1. Board meetings shall be held at least four times a year, September, December, March, and June, at a location agreed upon by the Governing Members. The Chair shall be responsible for the orderly conduct of each Board meeting. The duties and responsibilities of the Chair are delineated in the *HELIN Policy Governance Manual*. A special meeting of the Governing Members may be called at any time by the Chair, a majority of the Board of Directors, or the Executive Director. At least five days prior to the date fixed for the holding of any Board of Directors meeting, notice shall be sent via electronic mail or U.S. Postal Service notifying members of time, place and information concerning the meeting.

2. Two-thirds of the total Governing membership constitutes a quorum for all Board meetings. At the meeting when the annual budget is approved, full Governing Member vote is required. If unable to obtain full Governing Members attendance the Chair may request that a vote by email be permitted.

3. Each library representative from a Governing Member institution is entitled to her/his vote. Voting by email is permitted. The vote shall be recorded by the Chair and reported to the Secretary for inclusion in the Minutes of the meeting in which the motion was made.

4. Majority constitutes the vote. When a quorum is present, the vote of the majority of the governing members at such a meeting shall be the vote of the HELIN Board of Directors, unless a greater vote is required by the Agreement or by these Bylaws.

5. It is expected that the HELIN Board member will be the chief library administrative officer at each Governing Member institution. In lieu of the chief librarian, another senior staff from that institution may represent it on the board. Such representatives must be approved by the HELIN board and be the same person all the time. In effect, there will be no rotating representatives.

6. The Board will continue to discuss and update the *HELIN Policy Governance Manual*. The Board will direct, control and inspire the organization through the careful establishment of Board written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long term outcomes for all members and/or customers, not on the administrative or programmatic means of attaining those effects.

7. The Board will cultivate a sense of group responsibility. The Board, not the consortium staff, will be responsible for excellence in governing. The Board will initiate policy. The Board may use the expertise of individual Board members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.

8. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings,

policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force.

9. Continual Board development will include orientation of new Board members in the Board's governance process and periodic discussion of process improvement.

10. The Board will allow no officer, individual, Working Group, Task Force or Affinity Group of the organization to hinder or be an excuse for not fulfilling its commitments.

11. The Board will monitor and discuss the Board's governance process and performance. Self-monitoring will include comparison of board activity and discipline against the HELIN governance model

Article VI: Annual Meeting

1. The Board will hold an annual consortium-wide business meeting at the beginning of each fiscal year to discuss the financial status of the organization, and outline HELIN's mission, goals and strategic initiatives.

Article VII: Parliamentary Authority

1. Robert's Rules of Order (most recent edition) will be used in the conduct of business at Board of Director's meetings, and at any meetings conducting the business of the organization.

Article VIII: Executive Committee

1. The Executive Committee shall be composed of the Board Chair, Past Chair, Vice-Chair, Treasurer, Secretary and Executive Director (ex officio).

2. The Executive Committee shall have all of the power of the Board of Directors between meetings, but cannot modify any action taken by the Board.

3. The Executive Committee shall meet on a regular basis between Board meetings, or at the call of the Chair or Executive Director.

4. The Chair shall be responsible for the orderly conduct of each Executive Committee meeting. The rules for quorum and voting at meetings apply.

Article IX: Elections

1. The Executive Committee shall consist of elected officers from Governing member institutions:

- Chair, two year term, non-renewable
- Vice-Chair, Chair Elect, two year term, non-renewable
- Past Chair, two year term, non-renewable
- Treasurer and Secretary, two year term, renewable

The Nominating Committee shall be comprised of the Past Chair, and one member elected by the Board not serving on the Executive Committee. The Committee will

present at least one nominee for each elective office provided for in these bylaws, and shall forward these recommendations to the Secretary for inclusion in the agenda for the June meeting.

2. Nominations may be made from the floor.
3. Elections will be by secret ballot.
4. Balloting will be conducted by the Nominating Committee who will report the result at the same meeting the election is held.
5. A nominee receiving a majority of votes cast for the position will be declared elected, and shall serve until the next election for that position.
6. In the event an office becomes vacant before the end of the two year term, a special election will be held for that office. The elected officer will then serve out the two year term.

Article X: Financial Audit Committee

1. The Audit Committee will include the Treasurer and two members of the Board who are not on the Executive Committee. They will be selected by the Board for a two year term.
2. The Audit Committee requests specification of scope of audit prior to outside audit every two years commencing with the election of the Executive Committee.
3. The Audit Committee has the authority to incur no more than an amount approved by the Board for direct audit charges.
4. A new auditor will be selected at least every six years. In the event of a single source vendor, a new field team will be required at least every three years.
5. The Audit Committee will meet with HELIN staff at mid-year to review HELIN's financial activities and will report back to the HELIN Board at its next regular meeting.
6. The Audit Committee will set the date to meet with the auditor to review the annual audit. The audit will be presented to the board no later than two weeks after the Audit Committee meets with the auditor.

ARTICLE XI: Work Groups, Task Forces and Affinity Groups

1. The focus of Board Work Groups and Executive Task Forces will be on executing the organization's strategic action agenda delineated in the mission and goals. Before any Task Forces are formed, the Board prepares, in concert with the Executive Director, a short list of work priorities for the year.
2. Staff-driven Affinity Groups support the organization's mission and goals as stated in the HELIN Policy Governance Manual.
3. The Appendix portion of the HELIN Policy Governance Manual delineates the criteria for the establishment of Work Groups, Task Forces and Affinity Groups

ARTICLE XII: Financial matters

1. The fiscal year for the HELIN budget is July 1 through June 30. Each June the Board of Directors shall adopt a budget for the coming fiscal year. To facilitate budget planning at the

member institutions, each Fall the Board reviews and adopts a planning budget for the next fiscal year.

2. The Executive Director and the Treasurer prepare the budget and present it to the Board.

3. Annual membership dues and fees, as set by the adopted budget, are billed to the member institutions at the beginning of HELIN's fiscal year, and are due within 30 days, unless another payment schedule is agreed.

ARTICLE XIII: Shared Library Catalog

1. All member libraries (Governing and Affiliate) will contribute bibliographic records that meet the quality and standards delineated in the HELIN Cataloging Manual. The members will strive for the best possible quality for the Union Catalog, and to this end agree to cooperatively resolve quality issues for individual records and for local practices affecting the union catalog.

2. When a member library (Governing or Affiliate) withdraws or membership is revoked that member library is directly responsible for all costs associated with the removal of its data from the HELIN server and the Union Catalog, and any other costs associated with the discontinuation of its participation in HELIN.

ARTICLE XIV: Amendment of Bylaws

1. These Bylaws may be amended by a two-thirds vote of the members present at any regular or special meeting of the Board of Directors (vote may be submitted in writing as a secret ballot, if so requested). Notice and proposed changes or amendments must be submitted in writing to each member at least fourteen (14) days in advance of the scheduled vote.

1 February 2002, original approval.

Bylaws amended on 18 December 2002.

Bylaws amended on 12 March 2003.

Bylaws amended on 11 June 2003.

Bylaws amended on 23 October 2003.

Bylaws amended on 13 September 2005.

Bylaws amended on 19 February 2010.

Bylaws amended on 15 June 2012

Bylaws amended on 25 April 2014

Addendum:

At the date of original implementation of the above Bylaws, Governing Member institutions included:

Bryant College

Community College of Rhode Island
Johnson and Wales University
Providence College
Rhode Island College
Roger Williams University
Salve Regina University
University of Rhode Island

Brown University became a “Full Governing Member” institution on May 7, 2002.

Wheaton College (MA) became a “Full Governing Member” institution on September 13, 2005.

The Dominican House of Studies, affiliated with Providence College, became the first “Affiliate Member” – by Board action at its meeting of May 7, 2003.

Thirteen Rhode Island Health Sciences Libraries became an “Affiliate Member” by Board action at its meeting of October 23, 2003.

The Rhode Island State Law Library became an “Affiliate Member” on July 1, 2009.